

THE STATE OF NEW HAMPSHIRERECORD OF ORGANIZATIONOFSARAH E. LORD, INC.ARTICLES OF INCORPORATION**FILED**

OCT 15 2002

WILLIAM M. GARDNER
NEW HAMPSHIRE
SECRETARY OF STATE

I, the undersigned, ~~being~~ of lawful age, for the purpose of forming a corporation under the provisions of Chapter 293-A of the Revised Statutes Annotated of New Hampshire, do hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of this corporation shall be **SARAH E. LORD, INC.** and its duration shall be in perpetuity.

ARTICLE II

The purposes for which this corporation is established are as follows:

(a) To provide food service to individuals, groups and businesses and to generally engage in all activities necessary to operate and promote a restaurant. The principal place of business shall be Jackson, New Hampshire.

(b) Such other purposes which are lawful pursuant to R.S.A. Chapter 293-A, and the corporation is specifically empowered to transact any and all lawful business for which corporations may be incorporated under said chapter.

ARTICLE III

The capital stock will be sold or offered for sale within the meaning of RSA 421-B (New Hampshire Securities Act). A Statement Pursuant to NH RSA 421-B:13 I-a is annexed hereto. (RSA 421-B:13).

ARTICLE IV

The capitalization of the corporation shall be Three (300) Shares of Common Stock.

ARTICLE V

The street address of the initial registered office of the Corporation is 2935 White Mountain Highway, North Conway, NH 03860, and the name of its initial registered agent at that office is Cooper, Deans & Cargill, P.A.

ARTICLE VI

Shareholders shall have no preemptive rights to acquire unissued or treasury shares or securities convertible into such shares or carrying a right to subscribe to or to acquire shares.

ARTICLE VII

The Corporation may impose restrictions on the transfer of its shares 1) to maintain the Corporation's status when it is dependent on the number or identity of its shareholders; 2) to preserve exemptions under federal or state securities laws; or 3) for any other reasonable purpose.

ARTICLE VIII

Any action required or permitted to be taken at a meeting of the shareholders of the Corporation may be taken without a meeting, without prior notice and without a vote, if the action is taken by the number of shareholders having not less than the minimum number of votes that would be necessary to take such action at a meeting at which all shares entitled to vote thereon were present and voted. The action must be evidenced by one or more written consents describing the action taken, signed by the number of shareholders necessary to take such action, indicating the date of the signature of each shareholder and delivered by hand or by certified or registered mail, return receipt requested, to the Corporation for inclusion in the minutes or filing with the corporate records.

ARTICLE IX

The powers of the incorporator(s) are to terminate upon the filing of these Articles of Incorporation. The names and mailing addresses of the individuals who are to serve as directors of the Corporation until the first annual meeting of shareholders or until their successors are elected and qualified are as follows:

NameAddress

Sarah E. Lord

P.O. Box 557
Intervale, NH 03845ARTICLE X

Provisions for the regulation of the internal affairs of the corporation are:

- A. The initial By-Laws of the corporation to be adopted by the directors shall not be altered, amended or repealed, nor shall new By-Laws be adopted except by vote of the shareholders at any regular or special meeting.
- B. At each election for directors every shareholder entitled to vote at the election shall have the right to vote, in person or by proxy, the number of shares owned by him for as many persons as there are directors to be elected and for whose election he has a right to vote or to cumulate his votes by giving one candidate as many votes as the number of directors multiplied by the number of his shares shall equal, or by distributing his votes on the same principal among any number of candidates.

ARTICLE XI

The name and address of the incorporator is:

Kenneth R. Cargill

c/o Cooper, Deans & Cargill, P.A.
2935 White Mountain Highway
North Conway, NH 03860ARTICLE XII

No officer or director of the Corporation shall be personally liable to the Corporation or its shareholders for money damages for any action taken, or any failure to take action, as a director or officer, except for liability for:

- a. The amount of a financial benefit received by a director or officer to which he/she is not entitled;
- b. An intentional infliction of harm on the Corporation or the shareholder;
- c. A violation of RSA 293-A:8.33 (or its successor); or
- d. An intentional violation of criminal law.

The provisions of this Article shall be construed such that to the fullest extent permitted by New Hampshire RSA 293-A, as the same exists or may hereafter be amended, a director and/or officer of this Corporation shall not be liable to the Corporation or its shareholders for monetary damages for any action taken or any failure to take action.

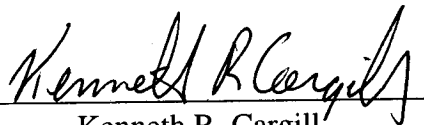
Any repeal or modification of the foregoing provision by the shareholders of the Corporation shall not adversely affect any right or protection of any director or officer of the Corporation existing or accrued at the time of such repeal or modification.

ARTICLE XIII

These Articles of Incorporation are intended to take effect as of 4:30 p.m. on the date that they are filed with the New Hampshire Secretary of State.

Dated this 10th day of October, 2002

INCORPORATOR



Kenneth R. Cargill
Cooper, Deans & Cargill, P.A.
2935 White Mountain Highway
North Conway, N.H. 03860